

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

J. MICHAEL CHARLES; MAURICE W.)
WARD, JR.; and JOSEPH I. FINK, JR., on behalf of)
themselves and all others similarly situated,)

Plaintiffs,

V.

PEPCO HOLDINGS, INC; CONECTIV, and
PEPCO HOLDINGS RETIREMENT PLAN,

Defendants.

CIVIL ACTION NO. 05-702 (SLR)

CLASS ACTION

STIPULATION AND [PROPOSED] ORDER

Plaintiffs and defendants, by and through their respective counsel, hereby stipulate and agree (subject to Court approval) as follows:

1. The deadline for plaintiffs to file their response to defendants' motion to dismiss (D.I. 11) shall be extended through and including December 16, 2005.
2. The deadline for defendants to file a reply brief in support of their motion to dismiss shall be extended through and including January 6, 2006.

Dated: November 21, 2005

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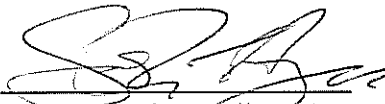
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[PROPOSED] ORDER

Approved and so Ordered this day of , 2005.

BY THE COURT:

Sue L. Robinson
Chief U.S. District Judge